

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of New York

(State)

Case number (if known): _____

Chapter 11☐ Check if this is an amended filingOfficial Form 201**Voluntary Petition for Non-Individuals Filing for Bankruptcy****06/22**

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's Name GK8 Ltd.

2. All other names debtor used in the last 8 years Puzzle Cybersecurity Ltd.

Include any assumed names, trade names, and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 51-5881209

4. Debtor's address **Principal place of business** **Mailing address, if different from principal place of business**

Daniel Frisch 3 Street

Number Street

Number Street

P.O. Box

Tel Aviv-Yafo, Israel6473104

City

State

Zip Code

City State Zip Code

Location of principal assets, if different from principal place of business

County

Number Street

City State Zip Code

5. Debtor's website (URL) <https://www.gk8.io/>

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify: _____

7. Describe debtor's business**A. Check One:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes> .
5239

8. Under which chapter of the Bankruptcy Code is the debtor filing?**Check One:**

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11. **Check all that apply:**

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, and it chooses to proceed under Subchapter V of Chapter 11. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- ☒ No
- ☐ Yes.

District _____

When MM/DD/YYYY

Case number _____

District _____

When MM/DD/YYYY

Case number _____

If more than 2 cases, attach a separate list.

Debtor GK8 Ltd.
Name

Case number (if known) _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

List all cases. If more than 1, attach a separate list.

☐ No

☒ Yes.

Debtor

See Rider 1

Relationship

Affiliate

District

Southern District of New York

When

07/13/2022 & the date hereof

MM / DD / YYYY

Case number, if known: 22-10964

11. Why is the case filed in this district?

Check all that apply:

☐

Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

☒

A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

☐

It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐

It needs to be physically secured or protected from the weather.

☐

It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐

Other _____

Where is the property?

Number

Street

City

State

Zip Code

Is the property insured?

☐ No

☐ Yes.

Insurance agency

Contact name

Phone

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

☒

Funds will be available for distribution to unsecured creditors.

☐

After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors (on a consolidated basis)

☐

1-49

☐

50-99

☐

100-199

☐

200-999

☐

1,000-5,000

☐

5,001-10,000

☐

10,001-25,000

☐

25,001-50,000

☐

50,001-100,000

☒

More than 100,000

Debtor GK8 Ltd.
Name

Case number (if known) _____

15. Estimated assets (on a consolidated basis)	<input type="checkbox"/>	\$0-\$50,000	<input checked="" type="checkbox"/>	\$1,000,001-\$10 million	<input type="checkbox"/>	\$500,000,001-\$1 billion
	<input type="checkbox"/>	\$50,001-\$100,000	<input type="checkbox"/>	\$10,000,001-\$50 million	<input type="checkbox"/>	\$1,000,000,001-\$10 billion
	<input type="checkbox"/>	\$100,001-\$500,000	<input type="checkbox"/>	\$50,000,001-\$100 million	<input type="checkbox"/>	\$10,000,000,001-\$50 billion
	<input type="checkbox"/>	\$500,001-\$1 million	<input type="checkbox"/>	\$100,000,001-\$500 million	<input type="checkbox"/>	More than \$50 billion
16. Estimated liabilities (on a consolidated basis)	<input type="checkbox"/>	\$0-\$50,000	<input type="checkbox"/>	\$1,000,001-\$10 million	<input type="checkbox"/>	\$500,000,001-\$1 billion
	<input type="checkbox"/>	\$50,001-\$100,000	<input type="checkbox"/>	\$10,000,001-\$50 million	<input checked="" type="checkbox"/>	\$1,000,000,001-\$10 billion
	<input type="checkbox"/>	\$100,001-\$500,000	<input type="checkbox"/>	\$50,000,001-\$100 million	<input type="checkbox"/>	\$10,000,000,001-\$50 billion
	<input type="checkbox"/>	\$500,001-\$1 million	<input type="checkbox"/>	\$100,000,001-\$500 million	<input type="checkbox"/>	More than \$50 billion

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 12/7/2022
MM/DD/YYYY

X

/s/ Christopher Ferraro

Signature of authorized representative of debtor

Christopher Ferraro

Printed name

Title Director and Chief Financial Officer

18. Signature of attorney

X

/s/ Joshua A. Sussberg

Signature of attorney for debtor

Date

12/7/2022

MM/DD/YYYY

Joshua A. Sussberg

Printed name

Kirkland & Ellis LLP

Firm name

601 Lexington Avenue

Number

Street

New York

City

NY

State

10022

ZIP Code

(212) 446-4800

Contact phone

joshua.sussberg@kirkland.com

Email address

4216453

Bar number

NY

State

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of New York

(State)

Case number (if known): _____

Chapter 11

☐ Check if this is an amended filing

Rider 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On July 13, 2022, the Debtor's affiliates, Celsius Network LLC and 7 affiliated entities listed below (collectively, the "Celsius Network Debtors"), filed petitions in the United States Bankruptcy Court for the Southern District of New York (the "Court") for relief under chapter 11 of title 11 of the United States Code. The Celsius Network Debtors' cases are currently pending before the Court and are jointly administered under Case No. 22-10964 (MG).

Celsius Network LLC
Celsius KeyFi LLC
Celsius Lending LLC
Celsius Mining LLC
Celsius Network Inc.
Celsius Network Limited
Celsius Networks Lending LLC
Celsius US Holding LLC

On the date hereof, each of the entities listed below filed a petition in the Court for relief under chapter 11 of title 11 of the United States Code. The entities listed below seek to have their chapter 11 cases jointly administered with the Celsius Network Debtors' cases.

GK8 Ltd.
GK8 UK Limited
GK8 USA LLC

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
GK8 LTD.,)	
)	Case No. 22-_____()
Debtor.)	
)	

LIST OF EQUITY SECURITY HOLDERS¹

Equity Holder	Address of Equity Holder	Percentage of Equity Held
Celsius Network IL Ltd.	156 Derech Menachem Begin, Tel Aviv-Yafo, Israel	100%

¹ This list serves as the disclosure required to be made by the debtor pursuant to Rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed indicate the record holder of such equity as of the date of commencement of the chapter 11 case.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:)	
)	Chapter 11
GK8 LTD.,)	
)	Case No. 22-_____()
Debtor.)	
)	

CORPORATE OWNERSHIP STATEMENT

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly own 10% or more of any class of the debtor’s equity interest:

Shareholder	Approximate Percentage of Shares Held
Celsius Network IL Ltd.	100%

Fill in this information to identify the case:

United States Bankruptcy Court for the: Southern District of New York

Case number (if known):

☐ Check if this is an amended filing

Official Form 204¹

Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					if the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	ISRAEL INNOVATION AUTHORITY TECHNOLOGY PARK, DERECH AGUDAT SPORT HATPOEL 2 JERUSALEM, ISRAEL 95102	EMAIL - contactus@innovationisrael.org.il PHONE - 972-3-7157900	Trade Payable				\$ 63,200
2	DOIT INTERNATIONAL DAVID ELAZAR 12 TEL AVIV, ISRAEL	PHONE - 408-831-3500	Trade Payable				\$ 20,806
3	10BIS DERECH BEGIN 146 TEL AVIV, ISRAEL	EMAIL - info@10bis.co.il PHONE - 972-3-5630100	Trade Payable				\$ 10,742
4	KOST FORER GABBAY & KASIERER, A MEMBER OF ERNST & YOUNG GLOBAL 144 MENACHEM BEGIN RD, 6492102 TEL AVIV, ISRAEL	PHONE - 972-3-6232525	Professional Services				\$ 7,547
5	TECHEN DANIEL FRISCH 3 TEL AVIV, ISRAEL	PHONE - 972-3-6963707	Trade Payable				\$ 6,820
6	NIKI GA MANAGEMENT AND MAINTENANCE LTD 23 BAR KOCHVA BNEI BRAK, ISRAEL 5126002	EMAIL - info@niki-nikayon.com PHONE - 972-3-691979	Trade Payable				\$ 4,766
7	GUBERMAN CONSULTING YAD HARUTZIM 12 TEL AVIV, ISRAEL	EMAIL - info@Guberman.co.il PHONE - 972-3-5372237	Professional Services				\$ 4,604
8	NEOT AVIV IBN GABIROL 30 TEL AVIV, ISRAEL	EMAIL - office@keret.co.il PHONE - 6957455-3-972	Trade Payable				\$ 3,581
9	TEL AVIV MUNICIPALITY SHLOMO IBN GABIROL ST 69 TEL AVIV, ISRAEL	EMAIL - reinach_j@mail.tel-aviv.gov.il PHONE - 972-3-7253861	Taxes				\$ 3,103
10	XTRA MILE LTD. HATAMAR 75 NEVE YAMIN, ISRAEL 4492000	EMAIL - info@extra-mile.co PHONE - 972 77-321-3100	Trade Payable				\$ 3,009
11	MICHAEL CIMO ADDRESS REDACTED	REDACTED	Employee Compensation				\$ 2,145
12	YEHUDA SHARFI DAM HAMACCABIM 11 TEL AVIV - JAFFA, ISRAEL	PHONE - 972-52-2752187	Trade Payable				\$ 2,143
13	G. E. EHRlich (1995) LTD. THE ROGOVIN-TIDHAR TOWER 15TH FLOOR 11 MENACHEM BEGIN ROAD RAMAT-GAN, ISRAEL 5268104	EMAIL - info@ipatent.co.il PHONE - 972-73-7919199 FAX -	Trade Payable				\$ 1,757
14	DANIEL IBRAHIM ADDRESS REDACTED	REDACTED	Employee Compensation				\$ 1,284
15	MOBILEI HOVALOT	REDACTED	Trade Payable				\$ 937
16	ERAN TROMER ADDRESS REDACTED	REDACTED	Contractor Payable				\$ 387
17	ELIE SIMON ADDRESS REDACTED	REDACTED	Contractor Payable				\$ 387
18	BLOCKDAEMON 1055 WEST 7TH STREET LOS ANGELES, CA 90017	EMAIL - accounting@blockdaemon.com PHONE - 310-598-9993	Trade Payable				\$ 387
19	YHM TECHNOLOGY LTD DERECH BEGIN 132 TEL AVIV, ISRAEL	EMAIL - office@yhmttech.co.il	Trade Payable				\$ 286
20	SHUFERSAL 30 SHMOTKIN BENYAMIN STREET PO BOX 15103 RISHON LE-ZION, ISRAEL	PHONE - 972-3-956-8848	Trade Payable				\$ 194

¹ This list excludes creditors that may otherwise have been included herein on account of any potential Celsius Claims.

GK8 LTD.
COMPANY REGISTRATION NUMBER 515881209
(THE “COMPANY”)

Unanimous Written Consent of the Board of Directors of the Company

Dated December 6, 2022

The undersigned, comprising all of the members (the “Directors”) of the board of directors (the “Board”) of the Company, pursuant to authority to so act in lieu of a meeting of the Board in accordance with Section 103 of the Companies Law, 5759-1999 (Israel) (the “Companies Law”), and the Articles of Association of the Company, waiving any prior notice, hereby consent to the taking of the following actions, which shall have the same force and effect as if they were taken and adopted at a meeting of the Board, duly convened.

1. BACKGROUND TO THE UNANIMOUS WRITTEN CONSENTS

- (a) The Company, GK8 UK Limited, and GK8 USA LLC (collectively, the “GK8 Debtors”) wish to enter into that certain Asset Purchase Agreement and related documents (collectively, the “APA”) by and among the GK8 Debtors, as sellers, and Galaxy Digital Trading LLC, as purchaser, for the sale of substantially all of the GK8 Debtors’ assets (the “Sale”), in substantially the form attached hereto as **Exhibit A**.
- (b) In connection with the Sale, it is proposed that each of the GK8 Debtors file for creditor protection pursuant to chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in short order (the “Chapter 11 Proceedings”) and seek ancillary relief in Israel on behalf of the GK8 Debtors and certain affiliates pursuant to the Insolvency and Economic Rehabilitation Act (2018) (Israel) (the “Recognition Proceedings”).
- (c) On December 6, 2022, the special committee of the board of Celsius Network Limited approved the filing of the Chapter 11 Proceedings and the Recognition Proceedings and the entry into the APA by each of the GK8 Debtors.
- (d) The purpose of these Unanimous Written Consents is for the Board of the Company (having due regard to the Company’s financial position and their fiduciary duties) to resolve to approve the Sale and the commencement of the Chapter 11 Proceedings and the Recognition Proceedings in connection therewith.

2. RESOLUTIONS

IT IS RESOLVED:

- (a) that, in the judgment of the Directors, the APA and the consummation of the Sale and all transactions contemplated thereby are in the best interests of the Company and its creditors, estates, and other parties in interest and the Company shall be, and hereby is, authorized to enter into the APA and consummate the Sale and all transactions contemplated thereby;
- (b) that any of the Chief Executive Officer, Chief Financial Officer, General Counsel or any other officer holder of the Company (collectively, the “Authorized Signatories”),

acting alone or with one or more other Authorized Signatories be, and they hereby are, authorized, empowered, and directed to execute on behalf of the Company the APA and to take any and all other action (including execution of any other documents) that any of them deem necessary or advisable in connection with the foregoing;

- (c) that, in the judgment of the Directors, it is desirable and is most likely to promote the success of the Company for the benefit of its stakeholders, its creditors as a whole, and other parties in interest, that the Company shall be, and hereby is, authorized to file, or cause to be filed, the Chapter 11 Proceedings in the United States Bankruptcy Court for the Southern District of New York, the Recognition Proceedings in the District Court of Tel Aviv, and any other petition for relief or recognition or other order that may be desirable under applicable law in the United States or in Israel;
- (d) that any of the Authorized Signatories, acting alone or with one or more other Authorized Signatories be, and they hereby are, authorized, empowered, and directed to execute and file on behalf of the Company all petitions, schedules, lists, and other motions, papers, or documents, and to take any and all other action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Company's business;
- (e) that each of the Authorized Signatories be, and hereby is, authorized and directed to retain the law firm of Kirkland & Ellis LLP and Kirkland & Ellis International LLP (together, "Kirkland & Ellis") as general bankruptcy counsel to represent and assist the Company in connection with the Chapter 11 Proceedings in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any motions, objections, replies, applications, or pleadings; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Kirkland & Ellis;
- (f) that each of the Authorized Signatories be, and hereby is, authorized and directed to retain the firm Alvarez & Marsal North America, LLC ("A&M"), as financial advisors to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of A&M;
- (g) that each of the Authorized Signatories be, and hereby is, authorized and directed to retain the firm Centerview Partners LLC ("Centerview"), as investment bankers to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Centerview;
- (h) that each of the Authorized Signatories be, and hereby is, authorized and directed to retain the firm Latham & Watkins, LLP ("Latham"), as regulatory counsel to represent

and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Latham;

- (i) that each of the Authorized Signatories be, and hereby is, authorized and directed to retain the firm of Stretto, Inc. ("Stretto") as notice and claims agent to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of Stretto;
- (j) that each of the Authorized Signatories be, and hereby is, authorized and directed to retain the firm FBC & Co. ("Fischer"), as Israeli counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, including to represent and assist the Company in carrying its duties in the Recognition Proceedings, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Fischer;
- (k) that each of the Authorized Signatories be, and hereby is, authorized and directed to retain any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance each the Company's rights and obligations; and in connection therewith, each of the Authorized Signatories, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers and fees, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary;
- (l) that Christopher Ferraro be and is hereby authorized as foreign representative to commence and successfully prosecute the Recognition Proceedings, including by filing an application for recognition of the Chapter 11 Proceedings as foreign proceedings and recognition of any order in the Chapter 11 Proceedings approving the Sale, in each case under applicable foreign jurisdiction laws and regulations;
- (m) that each of the Authorized Signatories be, and hereby is, with power of delegation, authorized, empowered, and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals and to take and perform any and all further acts and deeds that each such Authorized Signatory deems necessary, proper, or desirable in connection with the Chapter 11 Proceedings and the Recognition Proceedings, with a view to the successful prosecution of such cases;
- (n) that in addition to the specific authorizations heretofore conferred upon the Authorized Signatories, each of the Authorized Signatories (and their designees and delegates) be,

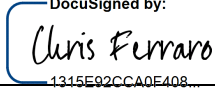
and they hereby are, authorized and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver, and file any and all such agreements, certificates, instruments, and other documents and to pay all expenses, including but not limited to filing fees, in each case as in such Authorized Signatory's judgment, shall be necessary, advisable, or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein;

- (o) that each of the Authorized Signatories (and their designees and delegates) be, and hereby is, authorized and empowered to take all actions or to not take any action in the name of the Company with respect to the transactions contemplated by these resolutions hereunder, as such Authorized Signatory shall deem necessary or desirable in such Authorized Signatory's reasonable business judgment as may be necessary or convenient to effectuate the purposes of the transactions contemplated herein.
- (p) that the Board hereby ratifies, confirms, and approves all such actions taken by officers and directors of the Company, on behalf of the Company, on or before the date of adoption of these resolutions, as were deemed necessary, appropriate, or advisable by such officers and directors in connection with the foregoing matters; and
- (q) that all of the above resolutions are not detrimental to the Company's interests.

[Signature Page Follows]

IN WITNESS WHEREOF, we have executed these resolutions effective as of the date hereof, and hereby direct that this Unanimous Written Consent be filed with the minutes of the proceedings of the Board. This Unanimous Written Consent may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same Unanimous Written Consent.

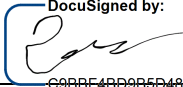
DocuSigned by:

Chris Ferraro

1315E92CCA0E408...

Christopher Ferraro
Director

DocuSigned by:

Roni Cohen Pavon

09BDF4DD0B5D402...

Roni Cohen Pavon
Director

Fill in this information to identify the case and this filing:	
Debtor Name	GK8 Ltd.
United States Bankruptcy Court for the:	Southern District of New York
Case number (If known):	(State)

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)*
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- ☐ *Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- ☐ *Schedule H: Codebtors (Official Form 206H)*
- ☐ *Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- ☐ Amended Schedule
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- ☒ Other document that requires a declaration **List of Equity Security Holders and Corporate Ownership Statement**

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

12/7/2022
MM/ DD/YYYY

☒ /s/ Christopher Ferraro

Signature of individual signing on behalf of debtor

Christopher Ferraro

Printed name

Director and Chief Financial Officer

Position or relationship to debtor